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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 18, 1999

RECORDATION NO. 19503-G FILED

MAY 20 '99

11-45AM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated January 26, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 19503.

The name and address of the party to the enclosed document are:

The Burlington Northern and  
Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

**BNSF**



PATRICK J. OTTENSMEYER  
Vice President - Finance  
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive  
Fort Worth, Texas 76131

Direct Dial: (817) 352-2202  
Facsimile: (817) 352-2279

January 26, 1999

RECORDATION NO.

19503-G  
FILED

MAY 20 '99

11-45AM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution  
Washington, DC 20423

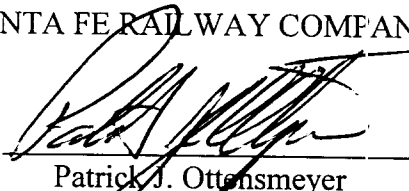
Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives and/or rail cars identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By:

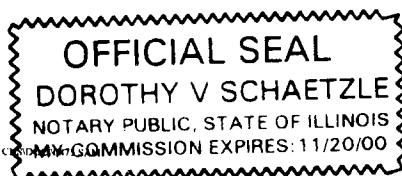
  
Patrick J. Ottensmeyer

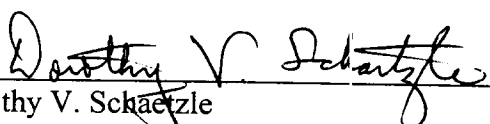
Vice President - Finance and Treasurer

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 26<sup>TH</sup> day of January, 1999, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on January 26, 1999, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Dorothy V. Schaezle  
Notary Public  
My Commission Expires: 11/20/2000

District of Columbia     )  
                                      )  
City of Washington        )     ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated January 26, 1999 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 18th day of May, 1999.

  
NOTARY PUBLIC

My commission expires:   3-31-2000

**RECORDATION NUMBER: 19503**

**Equipment Description:**

Number of Units:

eleven (11)

Model:

SD70MAC Locomotives

**Old Reporting Mark  
and Road Numbers**

BN 9571  
through  
BN 9581

**New Reporting Mark  
and Road Numbers**

BNSF 9571  
through  
BNSF 9581